

JUL 27 '06

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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

July 27, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of July 27, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor: Railroad Technology Corporation
219 Douglas Street
San Francisco, CA 94114

Assignee: ORIX CF Railcar, LLC
3600 Mansell Road, Suite 375
Alpharetta, GA 30022

Mr. Vernon A. Williams
July 27, 2006
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A description of the railroad equipment covered by the enclosed document is:

135 railcars within the series:

CCLX 45001 – CCLX 50125
MP 721030 – MP 721126
NW 170804 – NW 170855
NS 290045 – NS 290357
SOU 90245 – SOU 93075

as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

1. Pursuant to the Purchase and Sale Agreement identified below, Railroad Technology Corporation, a California corporation ("Assignor"), has assigned to ORIX CF Railcar, LLC, a Delaware limited liability company ("Assignee"), all of Assignor's right, title, and interest in and to the lease identified on the schedule attached hereto, which lease relates to the railroad equipment identified on that schedule. "Purchase and Sale Agreement" means the Purchase and Sale Agreement dated effective as of July 27, 2006, between Assignor and Assignee.

2. The addresses of the parties are as follows:

Railroad Technology Corporation (Former Lessor / Assignor)
219 Douglass Street
San Francisco, CA 94114
Attn: Robert M. Ness, President

ORIX CF Railcar, LLC (Successor Lessor / Assignee)
3600 Mansell Road, Suite 375
Alpharetta, GA 30022
Attn: Credit Manager

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SURFACE TRANSPORTATION BOARD

3. The terms and provisions of the above-referenced lease and the above-referenced assignment are more particularly set forth in the above-referenced lease agreement and Purchase and Sale Agreement.


4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of July ~~19~~ 2006.

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**RAILROAD TECHNOLOGY
CORPORATION**

By: 
Robert M. Ness
President

State of California)
)
County of San Francisco)

On July 17, 2006, before me personally appeared Robert M. Ness, to me personally known, who being by me duly sworn says that he is President of Railroad Technology Corporation, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said corporation.

State of California, County of San Francisco.

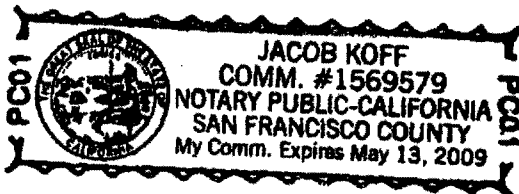
Subscribed and sworn to (or affirmed) before me this 17th day of July, 2006, by Robert M. Ness, personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.


Jacob Koff, Notary Public

Notary Public
My commission expires:

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]



ORIX CF RAILCAR, LLC

By: _____

Mark A. Kassis
Vice President

State of Georgia)

County of Fulton)

On July 27, 2006, personally appeared before me Mark A. Kassis, to me personally known, who being by me duly sworn, said that he is Vice President of ORIX CF Railcar, LLC and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said corporation.



Shawna E. Ayala

Notary Public

My commission expires: 3/18/08

[NOTARIAL SEAL]

SCHEDULE

Lease agreement: Rider No. 1 dated as of June 1, 2006 by and between Railroad Technology Corporation ("Lessor") and Norfolk Southern Corporation ("Lessee"), which incorporates the provisions of Master Lease Agreement dated as of June 1, 2006, between Lessor and Lessee, together with any and all exhibits, and schedules to the foregoing, as amended, restated or otherwise modified from time to time.

Description of railroad equipment:

One Hundred Thirty Five (135) railroad cars, bearing the following reporting marks and identifying numbers on the following pages:

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	
CCLX	45001	
CCLX	45002	
CCLX	45003	
CCLX	45004	
CCLX	45005	
CCLX	45006	
CCLX	45007	
CCLX	45008	
CCLX	45009	
CCLX	45010	
CCLX	45011	
CCLX	45012	
CCLX	45013	
CCLX	45014	
CCLX	45015	
CCLX	45016	
CCLX	45017	
CCLX	45018	
CCLX	45019	
CCLX	45020	
CCLX	45021	
CCLX	45022	
CCLX	45023	
CCLX	45024	
CCLX	45025	
CCLX	45026	
CCLX	45027	
CCLX	45028	
CCLX	45029	
CCLX	45030	
CCLX	50106	
CCLX	50107	
CCLX	50108	
CCLX	50109	
CCLX	50110	NS 201405
CCLX	50112	
CCLX	50113	
CCLX	50114	
CCLX	50115	
CCLX	50116	
CCLX	50117	
CCLX	50118	
CCLX	50119	NS 201403
CCLX	50120	
CCLX	50121	
CCLX	50123	
CCLX	50124	NS 201404
CCLX	50125	
MP	721030	NS 201400
MP	721031	

MP	721032
MP	721033
MP	721034
MP	721111
MP	721112
MP	721113
MP	721114
MP	721115
MP	721116
MP	721117
MP	721118
MP	721119
MP	721120
MP	721122
MP	721123
MP	721125
MP	721126

NW	170804
NW	170805
NW	170807
NW	170809
NW	170810
NW	170816
NW	170819
NW	170820
NW	170821
NW	170822
NW	170824
NW	170825
NW	170826
NW	170827
NW	170829
NW	170837
NW	170839
NW	170840
NW	170841
NW	170842
NW	170843
NW	170845
NW	170851
NW	170852
NW	170853
NW	170854
NW	170855

NS	290045
NS	290048
NS	290049
NS	290050
NS	290052
NS	290053
NS	290250

NS	290251
NS	290254
NS	290255
NS	290258
NS	290259
NS	290261
NS	290263
NS	290264
NS	290355
NS	290356
NS	290357

SOU	090245
SOU	090251
SOU	090253
SOU	090256
SOU	090257
SOU	090258
SOU	090259
SOU	090263
SOU	090265
SOU	090270
SOU	090273
SOU	090280
SOU	090285
SOU	090286
SOU	090354
SOU	090355
SOU	090358
SOU	090359
SOU	090360
SOU	090363
SOU	090369
SOU	090371
SOU	090375

NS 201401

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/25/06



Robert W. Alvord